

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT																																									
NATURE OF CONVEYANCE:	MERGER																																									
EFFECTIVE DATE:	11/08/2013																																									
CONVEYING PARTY DATA																																										
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Serial Number:	77801841	SMARTFIT
Serial Number:	77411515	SHOP THE BAY.COM
Serial Number:	77411482	SHOP THE BAY
Serial Number:	77411053	SMART FIT
Serial Number:	77351022	SIGNATURE COLLECTION BY VICKI WAYNE
Serial Number:	77350969	COORDINATES BY VICKI WAYNE
Serial Number:	77350526	ESSENTIALS BY VICKI WAYNE
Serial Number:	77232221	COORDINATES BY VICKI WAYNE
Serial Number:	75390967	DAVID CALAIS
Serial Number:	75127842	VICKI WAYNE'S
Serial Number:	74145319	INTIMATE APPEAL
Serial Number:	74020955	REGALIA
Serial Number:	73778622	VALUE SHOWCASE
Serial Number:	73687002	SERBIN SPORT
Serial Number:	73683187	UNIQUE PETITE
Serial Number:	73647797	EASY LIVING
Serial Number:	73616143	MARK REED
Serial Number:	73508579	VICKI WAYNE'S
Serial Number:	73508538	OLD PUEBLO TRADERS
Serial Number:	73505011	HEAVENLY COMFORT
Serial Number:	73465909	OLD PUEBLO TRADERS VICKI WAYNE'S
Serial Number:	73311144	NANCY'S CHOICE
Serial Number:	73220012	LADY AMBASSADOR
Serial Number:	73171435	SERENDIPITY
Serial Number:	73153946	AMBASSADOR
Serial Number:	72308038	DRY DOCK BY SERBIN
Serial Number:	71671532	SERBIN
Serial Number:	71039493	COWARD
Serial Number:	74053658	BLAIR-PLUS

CORRESPONDENCE DATA

Fax Number: 3123322196

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 312.863.7266

Email: justin.debruyne@goldbergkohn.com

TRADEMARK
REEL: 005178 FRAME: 0218

Correspondent Name: Justin DeBruyne
Address Line 1: c/o Goldberg Kohn, 55 E. Monroe St.
Address Line 2: Suite 3300
Address Line 4: Chicago, ILLINOIS 60603

ATTORNEY DOCKET NUMBER:	7129.006
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NAME OF SUBMITTER:	Justin DeBruyne
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Signature:	/justin debruyne/
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Date:	12/19/2013
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Total Attachments: 4

source=Evidence of Merger Filing (DE) - AMO and other Blair companies into Blair LLC (11-8-13)#page1.tif
source=Evidence of Merger Filing (DE) - AMO and other Blair companies into Blair LLC (11-8-13)#page2.tif
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source=Evidence of Merger Filing (DE) - AMO and other Blair companies into Blair LLC (11-8-13)#page4.tif

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

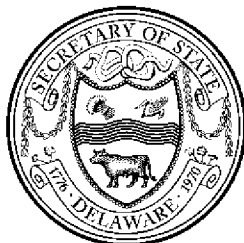
"ARIZONA MAIL ORDER COMPANY, INC.", A DELAWARE CORPORATION,
"BLAIR CREDIT SERVICES CORPORATION", A DELAWARE CORPORATION,
"BLAIR FACTORING COMPANY", A DELAWARE CORPORATION,
"BLAIR HOLDINGS, INC.", A DELAWARE CORPORATION,
"BLAIR PAYROLL, LLC", A DELAWARE LIMITED LIABILITY COMPANY,
WITH AND INTO "BLAIR LLC" UNDER THE NAME OF "BLAIR LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF NOVEMBER, A.D. 2013, AT 5:23 O'CLOCK P.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE EIGHTH DAY OF NOVEMBER, A.D. 2013, AT 12:02 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

0174618 8100M

131273907




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0878981

DATE: 11-07-13

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 005178 FRAME: 0220

CERTIFICATE OF MERGER

MERGING

**BLAIR FACTORING COMPANY, a Delaware corporation,
BLAIR CREDIT SERVICES CORPORATION, a Delaware corporation,
ARIZONA MAIL ORDER COMPANY, INC., a Delaware corporation,
BLAIR HOLDINGS, INC., a Delaware corporation, and
BLAIR PAYROLL, LLC, a Delaware limited liability company**

WITH AND INTO

BLAIR LLC, a Delaware limited liability company

**(Pursuant to Section 264(c) of the General Corporation Law of the State of Delaware and
Section 18-209 of the Delaware Limited Liability Company Act)**

Blair LLC hereby certifies as follows:

FIRST. The name and state of domicile of each constituent entity to the Merger (defined below) is as follows:

- (a) Blair LLC, a Delaware limited liability company (the "Surviving Company"); and
- (b)
 - (1) Blair Factoring Company, a Delaware corporation ("BFC"),
 - (2) Blair Credit Services Corporation, a Delaware corporation ("BCSC"),
 - (3) Arizona Mail Order Company, Inc., a Delaware corporation ("AMO"),
 - (4) Blair Holdings, Inc., a Delaware corporation ("BHI"), and
 - (5) Blair Payroll, LLC, a Delaware limited liability company ("Payroll LLC", and together with BFC, AMO, BCSC and BHI, the "Merged Entities").

SECOND. An Agreement and Plan of Merger (the "Merger Agreement"), effective as of the Effective Time (defined below), among the Surviving Company and the Merged Entities merging the Merged Entities with and into the Surviving Company, with the Surviving Company remaining as the surviving limited liability company (the "Merger"), has been approved and adopted by (a) the boards of directors of each of BFC, AMO, BCSC and BHI pursuant to Section 141(f) and 264(c) of the Delaware General Corporation Law ("DGCL"), (b) the sole stockholder of each of BFC, AMO, BCSC and BHI in accordance with Sections 228(a) and 264(c) of the DGCL, and (c) the sole members of each of Payroll LLC and the Surviving Company in accordance with Section 18-209 of the Delaware Limited Liability Company Act ("DLLCA"), and the Merger Agreement has been executed and acknowledged by each of the Surviving Company and the Merged Entities in accordance with the DGCL and the DLLCA.

THIRD. The name of the Surviving Company shall remain Blair LLC.

FOURTH. The Certificate of Formation of the Surviving Company as in effect immediately prior to the Effective Time (defined below) shall remain the Certificate of Formation of the Surviving Company.

FIFTH. The executed Merger Agreement is on file at the office of the Surviving Company at c/o Orchard Brands Corporation, 138 Conant Street, 3rd Floor, Beverly, Massachusetts 01915.

SIXTH. A copy of the Merger Agreement will be furnished by the Surviving Company on request and without cost to the sole stockholders and sole member, as applicable, of the Merged Entities.

SEVENTH. The Merger will be effective as of 12:02 p.m., Eastern Daylight Time, on November 8, 2013 (the "Effective Time").

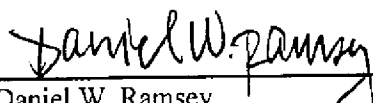
[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be executed by its respective duly authorized officer on the date indicated below.

Dated: October 22, 2013

BLAIR LLC

By:


Daniel W. Ramsey
Secretary